

02/17/2000 12:06

925-892-0922

JOEL BERNSTEIN ESQ/PA

PAGE 03

# P99000024037

RIDER NEWS.COM, INC.

2950 S.W. Archer Road

Suite C

Gainesville, Florida 32608

Tel.: 352 378-2274

Fax: 352-378-4156

February 16, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

900003142269--5  
-02/22/00--01005--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment to the Articles of Incorporation for Rider News.com, Inc.

Greetings:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for the following:

Rider News.com, Inc.

Also, please find enclosed our check in the amount of \$55 to cover the fee.

Please return a copy to us for our files.

Yours very truly,

RIDER NEWS.COM, INC.

By: ndl

Robert Rill

JB:jm  
enc.

Robert Rill gave Authorization  
to delete "initial" in # 7. 3/30  
JB

Amended &amp; Restated Art.

VS

3-31-2000

FILED  
MAR 29 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 6, 2000

ROBERT RILL  
RIDER NEWS.COM, INC.  
2950 S.W. ARCHER RD., STE. C  
GAINESVILLE, FL 32608

SUBJECT: RIDER NEWS.COM, INC.  
Ref. Number: P99000024037

We have received your document for RIDER NEWS.COM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document is illegible and not acceptable for imaging.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 400A00012247

RECEIVED  
00 MAR 29 AM 11:20  
DIVISION OF CORPORATIONS

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

Rider News.com, Inc.

\* \* \*

FILED  
00 MAR 29 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation, which amendments to the Corporation's Articles of Incorporation contained therein were adopted by the shareholders of the Corporation on February 15, 2000 by written consent of the holders of the outstanding common stock, the only voting group, in accordance with the provisions of F.S. 607.0104, and the number of shares adopting the Amended and Restated Articles of Incorporation by such group was sufficient for approval.

1. The name of the Corporation is Rider News.com, Inc.
2. The Articles of Incorporation of the Corporation we hereby amend to read in their entirety as follows:

ARTICLE 1

Name

The name of the corporation is Rider News.com, Inc.

ARTICLE 2

Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

## ARTICLE 3

Capital Stock

The total amount of capital stock which this Corporation has the authority to issue is as follows:

100,000,000 shares of common stock, \$.01 par value per share.

## ARTICLE 4

Indemnification of Directors, Officers andOther Authorized Representatives

1. Indemnification. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the fullest extent permitted by law.
2. Effect of Modification. Any repeal or modification of any provision of this Article 4 by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.
3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status

as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 4.

4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 4 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

#### ARTICLE 5

##### Right to Amend or Repeal Article

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

#### ARTICLE 6

##### Severability

In the event any provision (including any provision within a single article, section, paragraph or sentences) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

## ARTICLE 7

Principal Office, Registered Office, Registered Agent

The address of the principal office of this Corporation is 2950 S.W. Archer Road, Suite C, Gainesville, Florida 32608. The address of the <sup>JB</sup>initial registered office of this Corporation is 2950 S.W. Archer Road, Suite C, Gainesville, Florida 32608 and the name of the <sup>JB</sup>initial registered agent of this Corporation at that address is Robert Rill. The undersigned is familiar with and accepts the duties and obligations as registered agent for this Corporation.

Dated: February 16, 2000

Rider News.com, Inc.

By:     *RR*    

Robert Rill

President and Registered Agent